DESIGN AND DEVELOPMENT GUIDELINES



MAY 1994

Prepared by:

Walt Disney Imagineering and Disney Development Company

in Consultation with

HOH Associates, Inc.

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DISNEY'S AMERICA PRINCE WILLIAM COUNTY, VIRGINIA

Prepared for:

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Walt Disney Imagineering and Disney Development Company

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I. INTRODUCTION

PROJECT DESCRIPTION

Beginning in 1998, visitors to the Nation's Capital will be able to complement their tour of historic and cultural sites by traveling to nearby Virginia for a new celebration of America's heritage. Nestled in the heart of historic Prince William County, a unique theme park and resort complex called Disney's America will enable visitors to experience distinct periods in the history of the World's Greatest Democracy.

Flanked by woods and green space in the center of a 3,000 acre showcase site, the theme park and resort complex will be just one portion of the larger Disney's America development that will blend residential communities, commercial and retail areas, hotels, a public golf course and greenspace areas.

DESIGN GUIDELINES

The purpose of this document is to outline a set of design and development guidelines to be applied toward future site and architectural development for the Disney's America Master Planned Community ("the Community"). The term "Community" does not include the Disney's America theme park area shown on the submitted Master Zoning Plan as Land Bay 1. The theme park Land Bay 1 will be designed and landscaped to meet or exceed Disney's standards that are internationally known and respected.

These guidelines are specifically established to:

- Enhance the quality and appearance of the Community living environment
- Establish a positive relationship between natural and development land features
- Facilitate innovation in land use design
- Minimize disruption to neighboring properties both adjacent to and within the Community
- Reasonably preserve or create quality viewsheds along peripheral roadways
- Illustrate basic design principles to be followed in residential and commercial design and construction

It is our intent that this document address, as comprehensively as possible, the design and development guidelines for all elements of the Disney's America Master Planned Community. And yet, many elements of the Community are conceptual and still evolving, subject to market studies, development considerations and the creative influence of our



company. Therefore, it is also our intent that this document be an evolving one, incorporating the results of market studies, development plans and new information that enters the development planning process, as well as reflecting an increased level of definition as the design process progresses. In no event will the quality standards initially established in this document be reduced. The result will be a resource that is always current, instructive and accurate.

IMPLEMENTATION

This document is designed to be a uniform guideline for reviewing applications and plans for all new construction and exterior alterations in residential and commercial areas of the Community.

A Design Review Committee (DRC) shall be established by The Walt Disney Company to oversee implementation of the Design and Development Guidelines described herein. The DRC shall be responsible for ensuring high quality development within the Community by reviewing and approving all site development plans, architectural elevations and facade treatments for compliance with design guidelines, restrictive covenants and proffers that will ultimately be developed for the Community by Disney. The Design Review Committee will periodically advise the County Planning Department of future projects and design plans in order to seek input from the County and to insure the intent of this document is maintained

The DRC shall prepare and implement a Guidelines Manual ("Guidelines") which shall be followed by all property owners developing residential or commercial structures in the Community. These guidelines shall be broad-based and shall address site planning and the exterior architectural aspects of construction or alterations within the Community.

The guidelines presented in this document serve as the basis for review of plans for site and architectural improvements. They are to be administered and interpreted by The Walt Disney Company.



II. COMPREHENSIVE DESIGN GUIDELINES

MASTER PLANNING PRINCIPLES

From the outset, Disney's America has set forth three master plan principles that serve as a guide for the overall planning and design of Disney's America and the Community. The master plan principles are as follows:

- Sensitively position the theme park or the recreation/entertainment park and resort complex in the center of the 3,000 acre Disney's America site respecting and preserving existing streams and forests and utilizing the site's natural features in the design;
- Provide generous landscape buffer of both existing forests and new greenspace, including golf courses, to surround and visually protect the theme park and the existing nearby residential developments; and
- Sensitively transition the theme park, which is in the heart of the 3,000 acres into the character of existing neighborhoods by planning land uses on Disney's America and around the theme park that are compatible with existing adjacent neighborhoods and future planned development.

Disney's America is a Planned Mixed Use Development of approximately 3,000 acres in Prince William County, Virginia. Disney's America is not designed or sized to be a destination resort, but rather will attempt to provide a one-day opportunity for tourists drawn to the Washington Metropolitan area to have a historical and educational experience while also having family fun. The Community is bordered by Interstate 66 to the south, by Route 15 to the east, by Waterfall Road to the north and by Thoroughfare Road to the west. It's proximity to Washington, D.C., interstate access from I-66 and natural site features make Disney's America a highly desirable community in which to live, work and play.

VISUAL INTEGRITY OF THE THEME PARK

A major characteristic of the theme park experience is that its interior is visually screened from the surrounding environment. While visitors are inside the park, it is our intent that they only see things that are part of the theme park. This is intended to support the feelings of fantasy, escape, and separation from the outside world that characterizes the theme park experience, and makes it an attractive form of recreation. The existing Disneyland theme park, for example, is surrounded by an earthen berm covered with tall trees and hedges. In the case of Disney's America the siting of the theme park in the middle of the property and the preservation of mature forests and large areas of natural meadows will create the visual segregation from the outside world that is desired, and yet provide the guest with an experience of expansive open space left largely in its original agricultural condition.



INTEGRATED PROJECT

Disney's America will be built in phases. The final result will be an integrated project that will serve the region as an entertainment, commercial, and residential community of high quality. The project master plan preserves the natural beauty of the site by preserving topography and significant stands of mature woods emphasizing views into meadows and mountains. The master plan also provides opportunities for visitors and residents to recreate in natural settings through a interconnecting system of parks, open space and trails which complement a larger regional trail system.

The planned growth of the Community and the incorporation of these Design Guidelines will provide a unique opportunity to implement a development plan with a cohesive landscape appearance and avoid a collection of fragmented pieces of uneven style and quality. The design intent for landscaping within the public right of ways and within setback and buffer areas is the creation of a unified rural appearance, achieved through informal plantings allowing views only into desirable open space or key architectural or graphic features of development.

LAND BAY DEVELOPMENT CONSIDERATIONS

Disney's America has been planned to ensure quality development along the Interstate 66 corridor and to provide appropriate transitional land uses that ensure Disney's America is compatible with other planned or existing land uses in the area.

Listed below are specific land use and land design requirements to be followed in the development of each specified Land Bay. Land Bays are shown on the Disney's America Master Zoning Plan, attached hereto as Exhibit A in the Appendix.

Land Bay 1A

Land Bay 1A shall be developed as a theme park with the principle, secondary and accessory theme park uses permitted as specified in the proffers. Access to Land Bay 1A shall be from the theme park Connector Road with police/fire emergency access through Land Bay 2B.

Land Bay 1B

Land Bay 1B shall be developed as a parking area with secondary uses to include, but not be limited to: theme park security offices/ facilities; ticket sales and parking lot maintenance support facilities, visitors center and theme park support facilities.



Land Bay 1C

Land Bay 1C shall be developed as a campground with campground related secondary and accessory uses to include, but not be limited to: campground and theme park related retail and restaurants; entertainment uses; general store; recreational uses; outdoor stage/show areas; and equestrian center and stables.

Land Bay 2A

Land Bay 2A shall be developed as a mixed-use Land Bay with both office and residential uses. The principal primary office and residential uses allowed in Land Bay 2A are specified on the Master Zoning Plan ("MZP"). Land Bay 2A shall have its primary access to Heathcote Road and shall not exceed 300,000 square feet of office development. Secondary access to Route 15 may be permitted subject to final site plan considerations and the approval of VDOT and the County. The residential portion of Land Bay 2A shall be generally oriented away from Interstate 66. The residential density of Land Bay 2A shall not exceed 750 dwelling units. Landscaping along Interstate 66 and Route 15 shall be as provided in accordance with the Greenspace Plan and this document.

Land Bay 2B

Land Bay 2B shall be developed with a public golf course for play by Disney's America guests and the public. The golf course will be the signature element of this Land Bay. In conjunction with the landscaping required by the Greenspace Plan and this document, the golf course itself will serve as an effective greenspace buffer along Route 15. Lodging units in the form of golf villas, vacation villas or hotel rooms may be incorporated within the golf course area, but only at a distance in excess of 500 feet from Route 15. The specific uses allowed in Land Bay 2B are described on the MZP. With the exception of emergency only fire/police access required by the county and access for the golf course clubhouse which shall be permitted from Route 15, access to the lodging uses in Land Bay 2B shall be from the Connector Road serving Disney's America. The frontage of Route 15 along Land Bay 2B shall be landscaped with the retention of existing vegetation, the addition of landscaped berms and other supplemental landscape features as described on the Disney's America Greenspace Plan and this document.

Land Bay 2C

Land Bay 2C shall be developed as a mixed use Land Bay that will include office and retail and other support facilities related to the theme park and parking. Land Bay 2C shall not exceed 150,000 square feet of development and shall have its access by means of the Disney's America Connector Road. Landscaping, buffering and Connector Road landscaping shall be as described on the Disney's America Greenspace Plan and this document.



Land Bay 2D

Land Bay 2D shall be developed as a retail Land Bay. The primary access to the retail area shall be from Heathcote Road. The principal primary uses and density for Land Bay 2D shall be as shown on the Master Zoning Plan. Secondary access shall be from Route 15, subject to approval of VDOT and the County. The frontage of Land Bay 2D along Route 15 and Heathcote Road shall be landscaped as shown on the Greenspace Plan and this document.

Land Bay 3A

Land Bay 3A shall be developed as a mixed-use Land Bay that will include both retail and office components. The principal primary uses allowed in Land Bay 3A are defined on the Master Zoning Plan. Primary access to all development in Land Bay 3A shall be from Heathcote Road and secondary access, if available and approved by VDOT and the county, may be permitted from Antioch Road. Land Bay 3A shall be developed with a maximum of 1,300,000 square feet of mixed use development. The retail portion of Land Bay 3A shall be located in the northern portion of the land bay and also in the western portion of Land Bay 3A along the Connector Road. Portions of Land Bay 3A which abut the vacant property to the east shall be developed with office uses. Landscaping along Interstate 66 shall be provided in accordance with the Greenspace Plan and this document.

Land Bay 3B

Land Bay 3B shall be developed as a mixed use Land Bay that will include both office and retail uses. The principal primary uses allowed in Land Bay 3B are defined on the Master Zoning Plan. Primary access to Land Bay 3B shall be from Heathcote Road and secondary access, if available and approved by VDOT and the county, may be permitted from Antioch Road. Land Bay 3B shall be developed with a maximum of 325,000 square feet of mixed use development. To ensure appropriate transition to the property to the east of Land Bay 3B, screening and buffering shall be provided as shown on the Disney's America Greenspace Plan and as described in this document.

Land Bay 4

Land Bay 4 shall be developed as a mixed-use Land Bay that will include both residential, non-residential and public facility components. The principal primary uses allowed in Land Bay 4 are defined on the Master Zoning Plan. The northwest corner of Land Bay 4 shall be developed with a fire and rescue substation west of Thoroughfare Road and an elementary school east of the realigned Thoroughfare Road as shown on the Master Zoning Plan. Access to these facilities shall be from Thoroughfare Road and Heathcote Road. The residential development in Land Bay 4 shall be generally located along Thoroughfare Road and directly south of the elementary school site. This residential development shall have its primary access form Heathcote Road and shall not exceed 300 units. Non-residential development in Land Bay 4 shall be located along the Connector Road and/or Heathcote Road. Secondary access to the residential shall be from Thoroughfare Road using the same



road that provides access to the elementary school site. Non-residential development shall not exceed 500,000 square feet. A combination of landscaping, buffers and setbacks shall be used to provide appropriate transitions between public, residential and non-residential uses. The area reserved for wetland mitigation shall be disturbed in order to create new wetlands in accordance with plans to be submitted to and approved by the Corps of Engineers and the county. Landscaping along Thoroughfare Road and Interstate 66 shall be provided as shown on the Disney's America Greenspace plan and as described in this document.

Land Bay 5

Land Bay 5 shall be developed as a mixed-use land bay that will include both residential and office uses. The maximum residential development shall not exceed 200 units and shall not exceed 200,000 square feet of office uses. The principal primary uses allowed in Land Bay 5 are defined on the Master Zoning Plan. The office development allowed in Land Bay 5 shall be generally located in the southwestern corner of this Land Bay. Access to this Land Bay shall be from Thoroughfare Road. Landscaping along Thoroughfare Road and along I-66 shall be provided as shown on the Greenspace Plan in accordance with this document. The residential component of Land Bay 5 shall be generally located in the northern portion of the Land Bay along Thoroughfare Road.

Land Bay 6A

Land Bay 6A shall not be developed with buildings. Utilities, landscaping and allowable signage shall be permitted. Landscaping shall be provided as shown on the Greenspace Plan and this document.

Land Bay 6B

Land Bay 6B shall not be developed with buildings. Utilities, landscaping and allowable signage shall be permitted. Landscaping shall be provided as shown on the Greenspace Plan and this document.

Land Bay 6C

Land Bay 6C shall be developed with office and/or "non-strip" retail uses and a portion shall be reserved for use as a commuter parking lot. For the purpose of this proffer, the term "non-strip" retail uses shall mean a coordinated retail center or grouping of retail uses that are not all oriented toward Route 55 and with at least 25% of the parking on the sides or rear of the retail uses. Parking areas shall be landscaped with a concentration of the required landscaping located between the retail uses and Route 55. The specific uses allowed in Land Bay 6C are defined on the Master Zoning Plan. Primary access to Land Bay 6C shall be from Route 55. Development in Land Bay 6C shall not exceed 75,000 square feet of non-residential development. Landscaping, setbacks and buffering shall be provided as shown on the Greenspace Plan and as described in the Disney's America Design and Development Guidelines.



Land Bay 6D

Land Bay 6D shall be developed with office or retail uses. Specific uses allowed in Land Bay 6D are defined on the Master Zoning Plan. Primary access to Land Bay 6D shall be from Route 55. Development in Land Bay 6D shall not exceed 335,000 square feet of non-residential development. Landscaping, setbacks and buffering shall be provided as shown on the Greenspace Plan and as described in this document.

Land Bay 7

Land Bay 7 shall be developed as a residential land bay with the option of developing the residential units on and around an 18-hole golf course. The principle primary types of dwelling units are described in the Master Zoning Plan. Disney may develop Land Bay 7 under the cluster provisions of the zoning ordinance in an effort to allow for strategic placement of open space and landscape buffers along the northern and western boundaries of this Land Bay. To provide for appropriate transition to the larger lots to the west of Land Bay 7, a combination of setbacks, landscaped buffers or greenspace (including the golf course, if constructed) shall be provided. Any residential lots which abut the western boundary of this land bay shall be one (1) acre or greater in size. Access to Land Bay 7 shall be from Heathcote Road with secondary fire/emergency access from the Disney's America Connector Road. The residential density of Land Bay 7 shall not exceed the maximum density of 450 units as shown on the MZP. The proposed temporary use of Land Bay 7 as a construction equipment storage and construction staging yard shall require that this temporary use be sensitively buffered and landscaped in order to prevent visual impact on the offsite properties to the northwest and west in accordance with the proffers, the Greenspace Plan and this document.

Land Bay 8

Land Bay 8 shall be developed with residential uses and public facilities/uses including but not limited to, a library, a high school facility and active recreational fields. The principal primary residential uses are as specified on the MZP. The maximum number of residential dwelling units constructed in Land Bay 8 shall not exceed 210. All access to Land Bay 8 shall be from Route 15 in the locations generally shown on the MZP. Disney may develop Land Bay 8 under the cluster provisions of the Zoning Ordinance in order to permit greater greenspace areas and appropriate transitions to the properties to the south and east. Townhouse units, if developed, shall generally be located in the area directly south of the high school and library site. Any lots which directly abut the eastern or southern boundary of this land bay shall only be developed with single family detached units. The frontage of Land Bay 8 along Route 15 shall only be landscaped in accordance with the Greenspace Plan and the provisions of this document.

Land Bay 9A

Land Bay 9A shall be Undisturbed Greenspace.



Land Bay 9B

Land Bay 9B shall be developed with residential uses as stated on the MZP. There shall be a maximum of 569 units in Land Bay 9B with an overall residential density not to exceed 4 dwelling units per acre. To provide appropriate transitions to the existing Mountain View Estates subdivision, a combination of Greenspace buffers, landscaping and larger lot sizes shall be provided. Any lot which abuts the eastern or western boundary of Land Bay 9B shall be one (1) acre in size or greater and compatible with existing developed lot sizes. Landscaping along Route 15 in the northern and western boundaries of this Land Bay shall be in accordance with the Greenspace Plan and the provisions of this document.

Land Bay 9C

Land Bay 9C shall be developed with residential uses as described on the MZP. There shall be a maximum of 31 dwelling units in Land Bay 9C. The frontage of Land Bay 9C along Route 15 shall be landscaped in accordance with the Greenspace Plan and this document.

The above description of the planned development in each land bay is not intended to be all inclusive, but it is intended to be representative of the predominant development proposed to be located in each land bay. The principal primary uses and the specific development parameters for each land bay shall be as permitted by the Zoning Ordinance as may be modified by the approved and accepted Master Zoning Plan (MZP) and the proffers for Disney's America.



PERIPHERAL ROADWAYS

(ROUTE 15, INTERSTATE 66, THE DISNEY'S AMERICA CONNECTOR ROAD, HEATHCOTE ROAD, AND THOROUGHFARE ROAD)

The purpose of this section of the Design and Development Guidelines is to establish a set of design standards and parameters for the landscape treatment along the roadways bordering Disney's America. The landscape design treatment shall enhance the natural beauty found along these roadways while reducing negative visual impacts of proposed development adjacent to the right of way. These design guidelines address all Community properties contiguous to the roadways bordering Disney's America. At present there is no comprehensive regional approach to the landscape treatment for the major area roads such as Route 15, Interstate 66 and Heathcote Road. Although Disney's America is responsible only for its own property, it is hoped that adjacent land owners will be encouraged to adopt these or similar guidelines so that a comprehensive solution to preserving the general character of these roadways through similar quality and types of landscaping is accomplished as development occurs.

The goal for Disney's America landscape treatment is to preserve the character of the landscape that exists today. This includes preservation of vegetation along roadway edges as well as preservation of open edges and views into meadows. Our intent is to employ a landscape planting design that recreates and reinforces the original landscape character with extensive plantings of trees, shrubs and ground covers which through careful selection, design and maintenance serves to recreate the rural character of existing roadway edges.

The implementation of this roadway screening and landscape program will proceed in accordance with the phased development of the project. Roadways will be constructed initially with landscaped edges which contribute to and are consistent with the intended visual quality of the roadway, but specific buffering and screening berms and landscaping may not be added until such time as they are required to mitigate visual intrusion from adjacent development.

The character of the peripheral roadways are defined by the natural and manmade landscape surrounding these roadways. The following components make up and help define the roadway character:

- existing and proposed land uses
- views

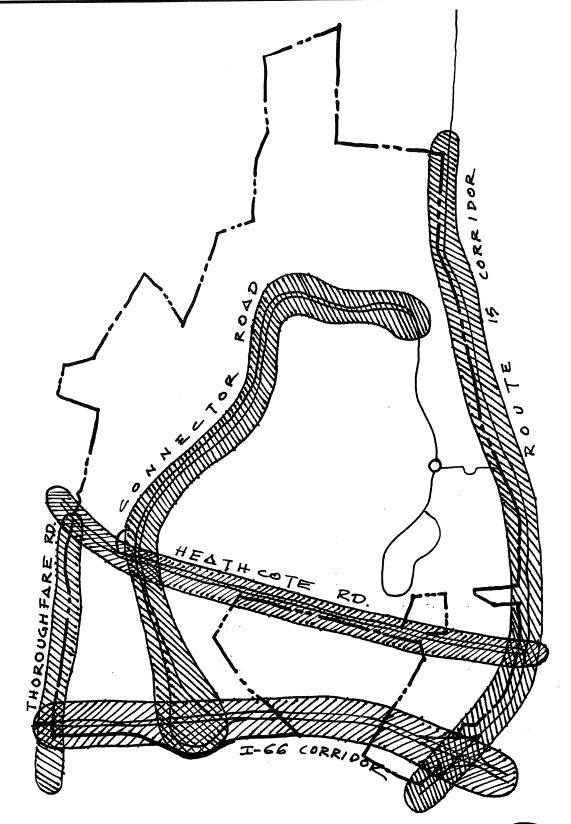
vegetation

topography

natural features

The five roadways (Route 15, Interstate 66, the Disney's America Connector Road, Heathcote Road and Thoroughfare Road) were analyzed to determine the appropriate design response for the peripheral roadways. The following is a diagram identifying each peripheral roadway, a discussion of the character of each roadway and the proposed design treatment. Suggested plant materials and plant densities may be found in Exhibits B and C.







ROUTE 15

Route 15 runs north south along the eastern edge of the main land bay of Disney's America. It is designated as an arterial roadway connecting Loudoun and Prince William Counties to the southern portion of the state. Route 15 is characterized by agricultural and residential uses with mixed commercial uses located at main crossroads. The natural features include open fields with rolling topography, hedgerows, wooded corridors, stream valley crossings and framed views of mountains. The overall quality of the roadway corridor varies from a rural agricultural landscape with views of the mountains to large lot residential in open fields, to convenience retail and service stations at crossroads. At present there is no comprehensive approach to the landscape treatment along Route 15. Addressing the landscape treatment for this portion of Route 15 provides an opportunity to set a design standard that could be applied to new development along the entire corridor.

Along the boundaries of Disney's America, the Route 15 roadway corridor varies from rolling hills with hedgerows at edges of fields in the north, wooded stream valleys along the Catharpin and Little Bull Run stream valleys, and open fields, parks and views of the mountains between the Catharpin and the Little Bull Run. The James Long Regional Park is located across from Disney's America on the northeastern side of Route 15, adjacent to the Catharpin Creek stream valley. This regional park provides open views of playing fields, picnic areas and the temporary library facility. The park provides a positive image along Route 15 that should be maintained. The eastern land bay is characterized by an almost continuous cedar hedgerow along the edge of the property with open fields and hedgerows beyond.

DESIGN INTENT

The design intent for the landscape along Route 15 is to provide a quality landscape treatment which generally protects the roadway from undesirable views by using new landscaping and berming to complement existing vegetation and earthform. On the west side of Route 15 a combination of berms, landscaping, the golf course in Land Bay 2B and setbacks shall provide for a quality view into the Disney's America project. The berms shall be located as generally shown on the attached conceptual diagram. The berms shall vary in height so as to not be monotonous with the berm meandering in its horizontal and vertical alignments but with an average height of 10 feet and with varying slopes from 3:1 to 2:1. Recognizing that Disney does not own all of the road front property along Route 15 between I-66 and Waterfall Road, our design intent is to provide a landscape setting which will serve as an accepted landscape plan for future development along this roadway.

Landscape Treatment

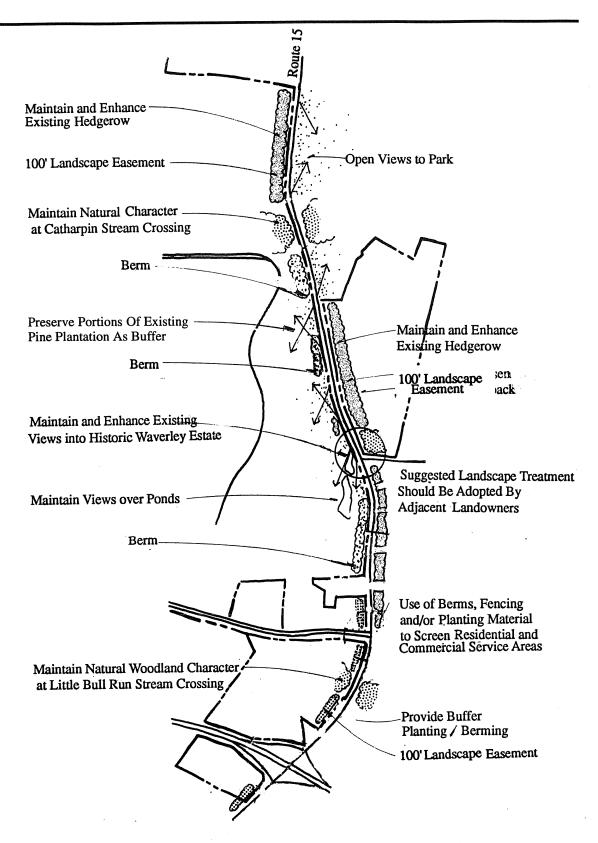
The landscape treatment along Route 15 is a direct response to the existing conditions adjacent to the corridor. The design response should reinforce the existing rural landscape character by:

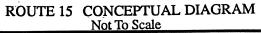


- Preserving and enhancing the sequence of spaces which is characteristic of the existing landscape;
- Protecting surrounding residential communities from undesirable views into the central Disney's America Theme Park area;
- Preserving and enhancing existing hedgerows along the corridor with native plant material;
- Framing views of golf and the mountains;
- Opening and maintaining views to James Long Regional Park;
- Maintaining the natural character of the Catharpin Creek stream valley;
- Using berms and/or plant material to screen views of parking and service areas;
- Maintaining the natural character of Little Bull Run stream valley;
- Providing buffer plantings and berms on Disney property along Route 15 between Heathcote Road and I-66 to screen views of adjacent uses;
- Demarcate gateways and nodes at crossroads, where landscape treatment will take on a character that incorporates a more formal and architectural treatment.

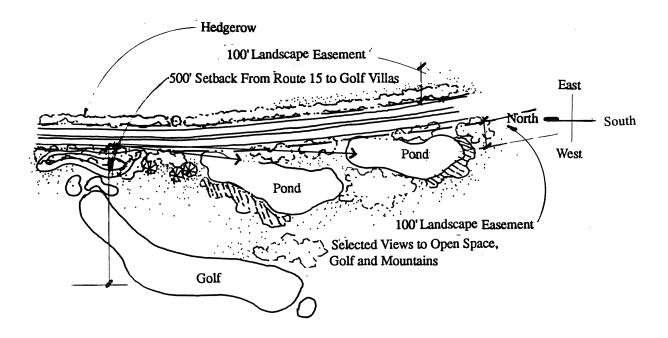
The use of berms shall be limited to areas where no natural vegetation exists, undesirable views are unobstructed and the use of plant material is not effective. Where screening is determined necessary, berms may be incorporated into the design. Berms will be planted with species of local plants and trees generally common to the roadway edge. Trees shall be a mix of deciduous and non-deciduous trees. A typical berm section and a typical planting section of a berm is shown in Exhibit D of the Appendix.



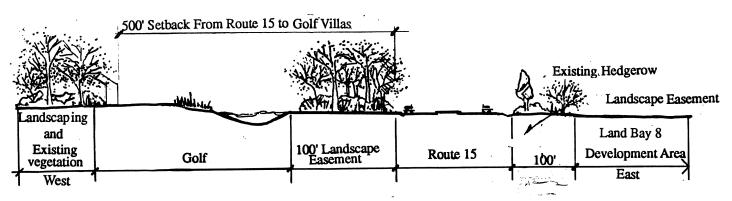






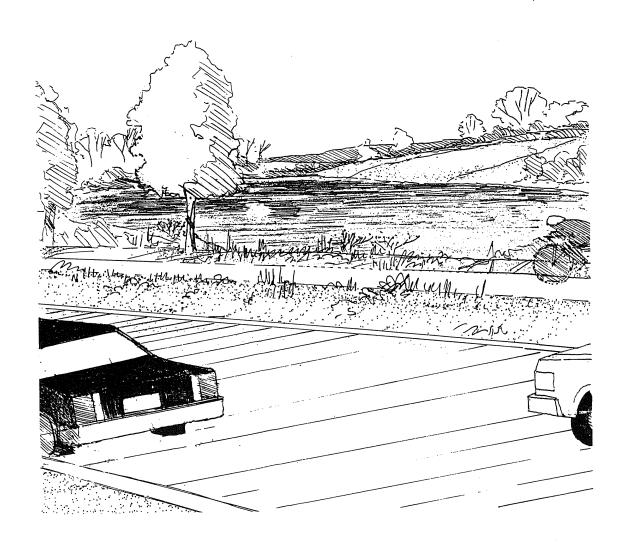


LANDSCAPE TREATMENT ALONG ROUTE 15
Not To Scale



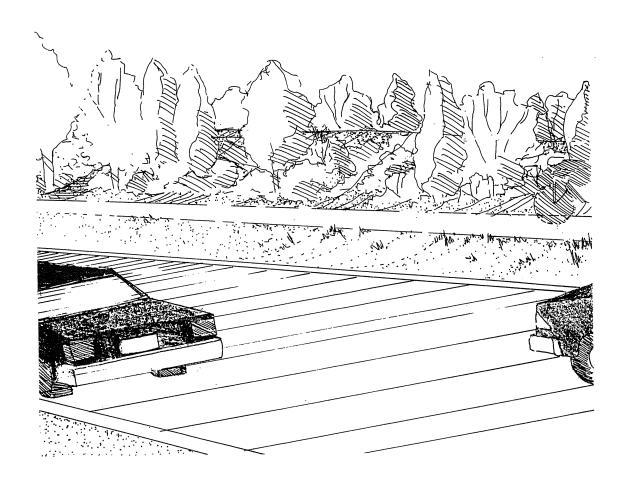
LANDSCAPE TREATMENT NEAR GOLF COURSE ON ROUTE 15
Not To Scale





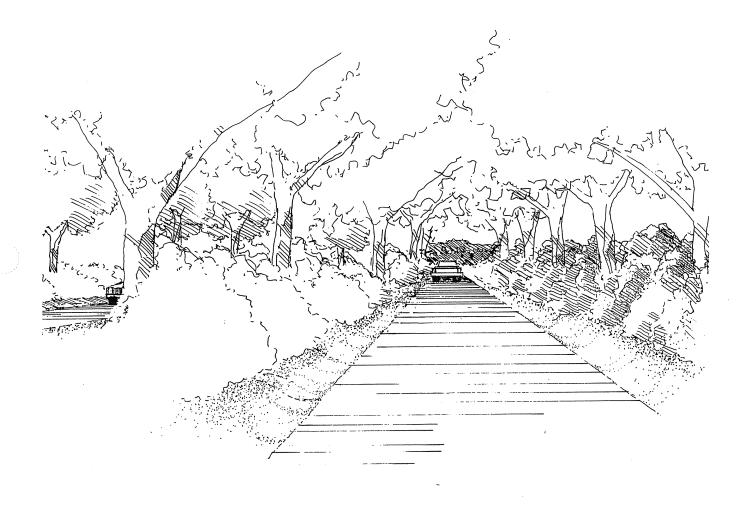
VIEW ACROSS ROUTE 15 INTO OPEN SPACE AND EXISTING PONDS





VIEW ACROSS ROUTE 15 SHOWING LANDSCAPE SCREENING AND BERM





VIEW OF GOLF COURSE ENTRY DRIVE (Existing Waverley Estate Drive)



INTERSTATE 66 (I-66)

I-66 is the major highway connecting the Metropolitan Washington area to southern Virginia. I-66 is proposed and planned to be a six-lane divided limited access highway. As shown on the comprehensive plan for Prince William County, the I-66 corridor in this section traverses a growth node of mixed use and higher density development. In Prince William County, the quality of trees, vegetation and natural earthform screening on the edge of the corridor both within and immediately outside the corridor right of way varies from excellent, to good, to some places where it is fair to poor where the corridor cuts through old farm fields.

DESIGN INTENT

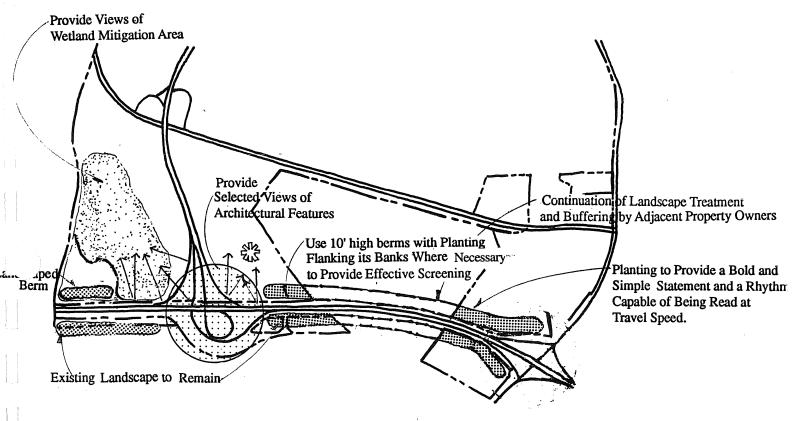
The design intent for the portion of Interstate 66 adjacent to Disney's America recognizes that as the area develops in accordance with the County's upgraded Comprehensive Plan, major changes will occur that could negatively impact views along I-66. As a consequence, we are proposing landscaped buffering and screening to mitigate the impact that future development will have on the scenic character of I-66.

Landscape Treatment

- Provide a landscape treatment that creates visual continuity through the corridor while adding interest and selective screening. This may be accomplished through a landscape easement of dense planting or berming, if necessary.
- Use simple and bold planting patterns capable of being "read" at travel speed.
- Provide a one hundred foot landscape easement along the entire edge of the I-66 right of way corridor, except at interchanges.
- Provide a 200 foot wide building setback from primary travel lanes (not exit/entrance ramps) along both sides of I-66.
- At interchanges, planting will be used to frame views of architectural features and landmarks to announce the entry into the development, as well as to screen views of parking and service areas.
- Whenever practicable, use native plant material that responds to the adjacent vegetative patterns.

Careful study of existing and proposed grades for the roadway as well as existing vegetation along it will identify those portions of I-66 where screening should be added, and areas where existing topography vegetation and open space will provide the desired character without screening. Where necessary to protect from undesirable views, landscape screening or berms will be constructed using species of plants common to the roadway edge.

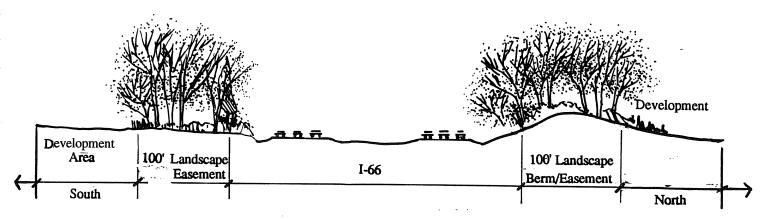




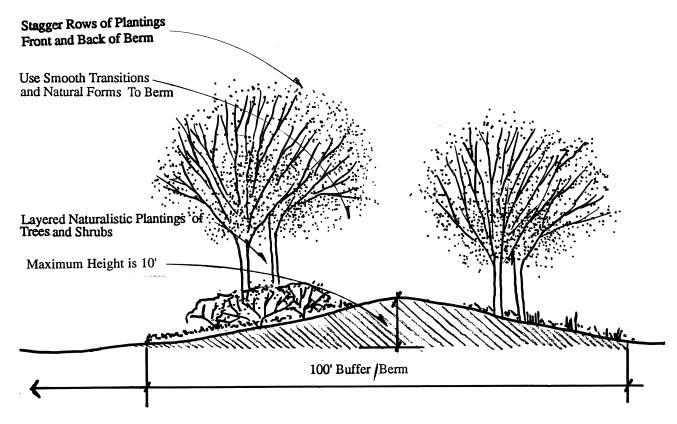
INTERSTATE 66 CONCEPTUAL DIAGRAM

Not To Scale





TYPICAL LANDSCAPE TREATMENT ALONG I-66 Not To Scale



BERMING(AS REQUIRED)ALONG I 66

Not To Scale



CONNECTOR ROAD

The Connector Road to Disney's America is an essential element of the Community. The Connector Road provides access from I-66 to the Disney's America theme park as well as hotel, service and other resort functions. As the gateway to the theme park, the Connector Road begins the guests experience into this planned community. The Connector Road is envisioned as a limited access divided roadway. The right of way will vary depending on topography and the need to preserve existing trees.

DESIGN INTENT

The roadway will provide limited views of the proposed landmark mixed use development and the wetland mitigation site near I-66. North of Heathcote Road the roadway passes through forested areas and open fields. The Connector Road comprises several distinct sections as follows:

- Mixed use character. The roadway passes through and provides limited views of the proposed landmark mixed use development and the wetland mitigation site.
- Forested area. North of Heathcote Road the road traverses forested areas with potential views of the Little Bull Run.
- Open meadows. As the road approaches the parking area the vegetation changes from woodland to open meadow with views of the mountains to the west.
- Parking Lot: As the road passes by the guest parking lot, natural plantings and grading will be used to screen views of the parking lot.
- North of the theme park. As the road passes to the north of the theme park, views will be left open to the north, facing Catharpin Creek Stream Valley. To the south, views will be landscaped to screen service and parking areas.

Landscape Treatment

The Landscape design approach for the Disney's America Connector Road is to respect, reinforce and in some cases re-establish natural vegetation's. The Connector Road landscape design shall preserve and enhance the natural vegetation wherever possible. The following describes the landscape treatment for the roadway.

From I-66 to Heathcote Road:

- Provide framed views of office and retail uses in Land Bays 3A/3B and 4;
- Provide views of newly established wetlands in Land Bay 5 on the west side of the roadway;



- Use bold simple landscape patterns that respond to the design speed of the road; and
- Create an overall landscape design that announces the entry into the development.

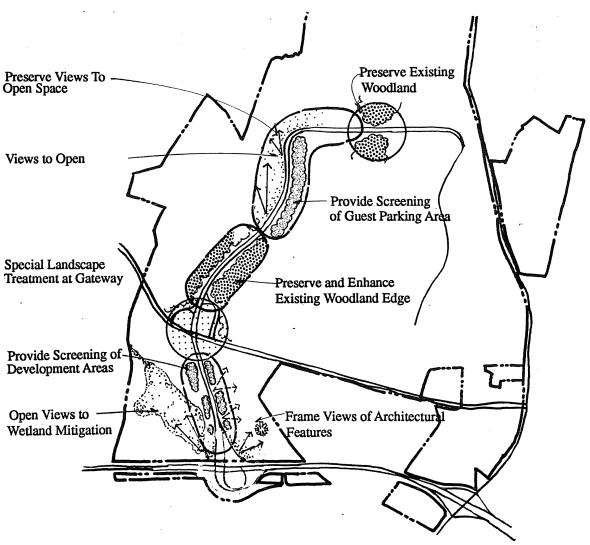
From Heathcote Road to Theme Park parking area:

- Create a landscape character that is consistent with the native landscape by using informal/natural planting patterns;
- Design roadway as a parkway through the natural landscape;
- Limit amount of clearing and grading required for the roadway;
- Reduce cross-section of road in forested areas to preserve trees;
- Frame and enhance positive views including views into the Little Bull Run Stream Valley;
- Screen views to theme park guest parking areas through the use of sensitive grading and landscape buffer (see Exhibit E in Appendix); and
- Through existing forest, revegetate disturbed areas with native plant materials to recreate enclosed wooded character.

From the theme park parking area to the hotel:

- Create a landscape character that is consistent with the native landscape by using informal/natural planting patterns;
- Design roadway as a parkway through the natural landscape;
- Limit amount of clearing and grading required for the roadway;
- Reduce cross-section of road in forested areas to preserve trees;
- Frame and enhance positive views toward Catharpin Creek Stream Valley; and
- Screen views to hotel parking areas through the use of sensitive grading and landscape buffer.

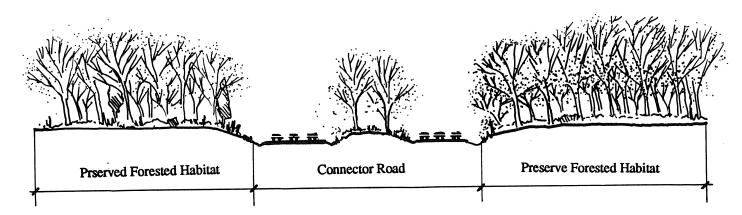




CONNECTOR ROAD, CONCEPTUAL DIAGRAM

Not To Scale





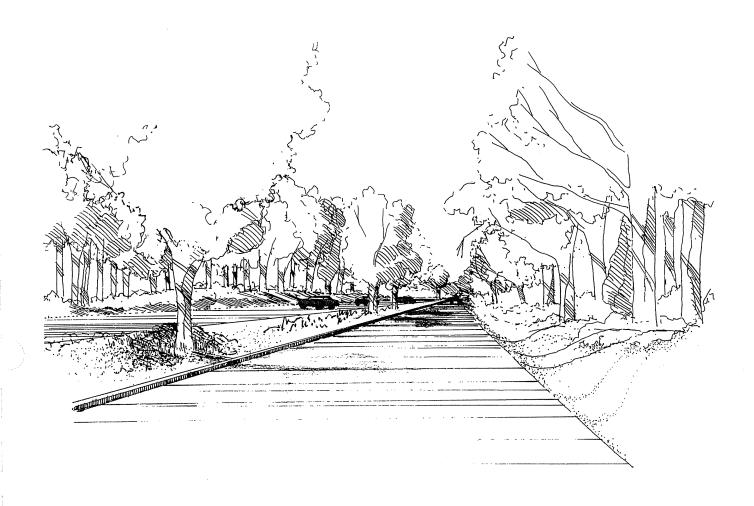
CONNECTOR ROAD IN FORESTED HABITAT Not To Scale





CONNECTOR ROAD SHOWING SCREENING OF GUEST PARKING LOT





VIEW ALONG CONNECTOR ROAD THROUGH EXISTING FORESTED AREA



HEATHCOTE ROAD

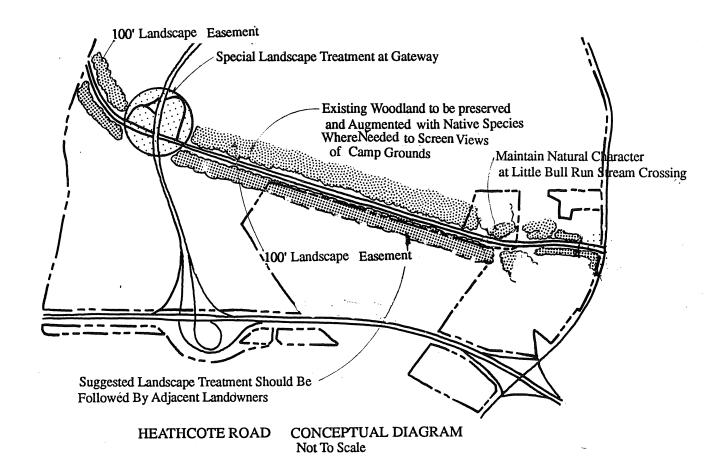
Heathcote Road is envisioned as an east-west parallel collector located just north of I-66. The proposed alignment traverses woodland meadows and crosses over Little Bull Run. The topography is gently rolling with steeper slopes adjacent to Route 15. This new roadway provides the opportunity to create a well landscaped roadway with limited access along its frontage. Uses proposed along Heathcote include a fire station, an elementary school, residential and mixed use commercial with retail uses at intersections and the theme park campground located to the north of Heathcote Road.

Landscape Treatment

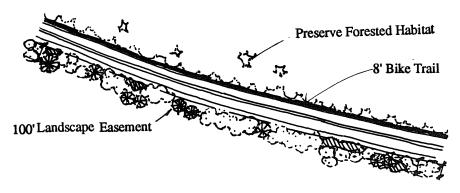
The landscape design treatment responds to the proposed development and the natural vegetation that will remain adjacent to the corridor. The following design treatments are proposed for Heathcote Road:

- Limit the amount of clearing and grading required to construct the new road;
- Use native plant material that responds to adjacent vegetative patterns;
- Frame views of the golf course and the mountains;
- Maintain and frame views into the natural landscape character of the Little Bull Run stream valley;
- Provide buffer plantings to screen undesirable views of adjacent uses;
- Demarcate gateways and nodes at crossroads, where landscape treatment will take on a character that incorporates a more formal and architectural treatment.



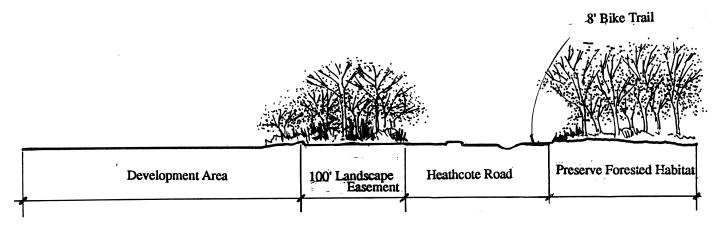






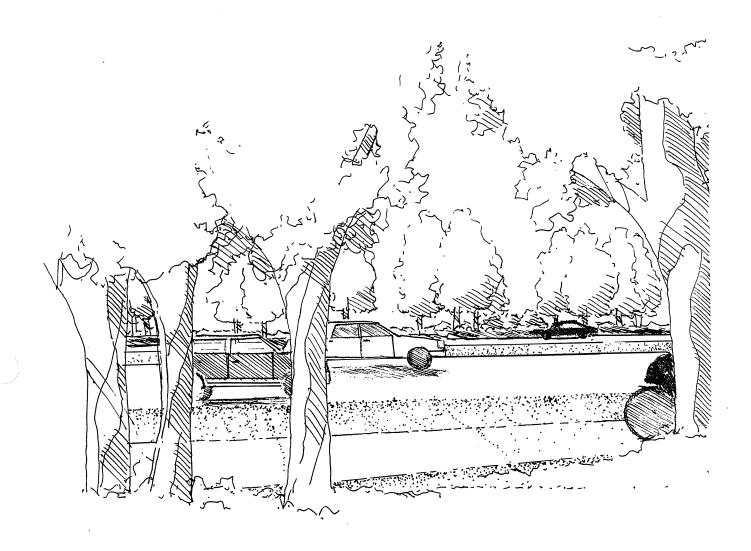
Development Area

LANDSCAPE TREATMENT ALONG HEATHCOTE ROAD Not To Scale



TYPICAL LANDSCAPE TREATMENT OF HEATHCOTE ROAD
Not To Scale





VIEW ACROSS HEATHCOTE ROAD



THOROUGHFARE ROAD

Thoroughfare Road will connect Route 55 (south of I-66) to Heathcote Road. Residential development and the Oakrum community church are located adjacent to I-66 on the western side of Thoroughfare Road. From a design standpoint the main focal point of this roadway will be directed toward the wetland mitigation site which will be established under this project. The northern portion of the site is wooded with some residential uses on the western side of the roadway.

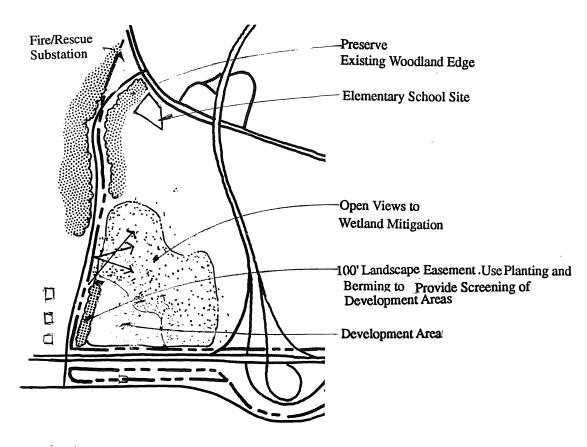
Landscape Treatment

The landscape treatment of Thoroughfare Road will emphasize views to the newly established wetland mitigation site and preserved existing trees along the roadway edge to the north. The landscape design treatment for Thoroughfare Road shall:

- Use native plant material that responds to adjacent vegetative patterns.
- Screen views to parking and service areas with plant material.
- Provide a fifty (50) foot landscape easement along Thoroughfare Road.

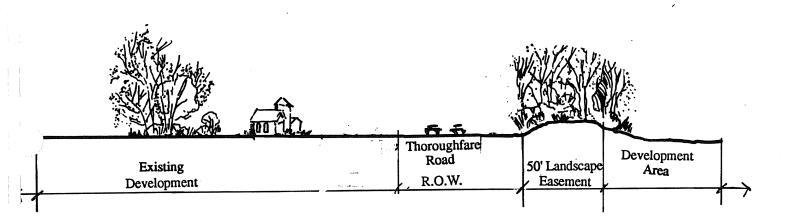
The conceptual landscape diagram for Thoroughfare Road and a typical section of landscape treatment are shown on the following pages.





THOROUGHFARE ROAD CONCEPTUAL DIAGRAM Not To Scale





LANDSCAPE TREATMENT ALONG THOROUGHFARE ROAD Not To Scale



ROADWAY SIGNAGE

In order to orient and direct visitors, an integrated program which includes informational, regulatory and directional signs will be established. The overall intent of this system is to inform, not advertise. This system will have the following characteristics:

- Prince William County and Virginia Department of Transportation signage performance regulations and criteria shall govern signage design and installation. A detailed signage design program will be submitted to Prince William County to ensure conformance to these requirements. This program may reflect unique signage shape, color and type face desired to establish a special identity for on-site roadways.
- Prior to installation, plans will be prepared which show the location, sign type and message that will be used for each sign.
- Signs along public roadways will be designed as a family of signs with a consistent design, vocabulary, including support structure, type face and sign face shape.
- A consistent color system for all public roadway signage will be established to further enhance the area's visual appearance and provide a distinct identity. Significant contrast between complimentary background and letter or symbol colors will be incorporated into the design to enhance readability.

ROADWAY LIGHTING

Lighting will be provided along public and private roadways in order to assure public safety. Light levels will be uniform along public streets and primary pedestrian routes. The lighting system will be designed to meet or exceed Virginia Department of Transportation Illumination Standards, while assuring consistency of fixture type and placement with the design or roadway medians and landscaping. Private service roadways and driveways will be lit to provide for required safety and security, as required by Disney's internal safety division. At a minimum, roadway intersections and pedestrian crosswalks will be illuminated.

LIGHT POLLUTION AVOIDANCE

We acknowledge that there is potential impact of large scale development to the dark night sky and that the avoidance of light pollution is an important development objective. We recognize our responsibility as designers to minimize the light pollution impact of Disney's America.

Specifically, the following guidelines will be pursued for developing roadway, parking area and walkway lighting:



- Lighting of roadways, parking areas, walkways or plazas should be attained by the use of fully shielded overhead fixtures ("full cutoff fixtures") so that no light is emitted more than 70 degrees from vertical.
- Lighting globes or other unshielded decorative lighting should not be used.
- Low-pressure sodium lamps or equivalent should be used in roadway, parking lots and walkways where color discrimination is not necessary.



RESIDENTIAL DESIGN GUIDELINES

Architecture

Architectural Facade Treatments

All project architecture should express the overall goals of the Community and reinforce the design intent. An overall "sense of community" will be established through specific architectural design style and materials.

- Utilize authentic detailing and proportions in facades that are true to the style chosen.
- Establish an architectural theme consistent throughout individual neighborhoods within separate Land Bays in the development.
- Segregate primary building entries from service type entries, where feasible.
- Utilize similar architectural materials within a given group of buildings.
- Keep architectural facade material types consistent on any single structure. The materials should reflect durability, performance, quality, and harmony with the overall architectural character of the Community.

Building Materials and Colors

Building materials and textures should be selected so as to be compatible and complimentary to adjacent residential units. Once selected, materials and textures used on exterior surfaces within communities should be consistent.

Landscape Architecture

Planting design throughout the residential development should promote both visual interest and aesthetic quality. Existing vegetation will be utilized in conjunction with vegetation suggested in the Plant Materials List (see Exhibit B of the Appendix). All plantings located between formal landscaped areas and the naturally vegetated environment must be selected and arranged to provide a smooth transition in character.

A variety of landscapes is encouraged in the landscaping of residential units, with emphasis placed on compatibility between residential and community-wide landscape themes.



Preservation of Existing Plant Material

To the maximum extent possible, all design and development plans should preserve significant existing quality vegetation. "Tree save" areas should be included in the residential site plans to serve as "passive" settings for open space and recreational areas. Whenever possible, stands of tree clusters should be preserved to improve the aesthetic quality of the development.

Landscaping of Neighborhoods

"Street trees" should be located along all residential streets, using consistent groupings of species compatible with the supporting ecology and micro-climate.

Neighborhood "focus points" in the development should be identified during the site planning process, and varying scales and varieties of trees, shrubs, and flowers should be employed to promote visual interest and seasonal diversity.

All landscaping should preserve and protect solar access to residences, protect residences from wind during the winter and orient plantings to promote site air flow during hot weather to the extent possible.

Attached residential neighborhood entrances should incorporate special landscaping treatment to "identify" the specific neighborhood.

Where existing vegetation does not provide sufficient screening adjacent to parking lots, new plantings will be provided to reduce visual impact. Special plantings should also be utilized to define the entrance to these parking areas.



Streetscape Design

Residential Streets

A well-planned transportation network will be designed in order to provide a thoughtful separation of pedestrian and vehicle traffic, as well as establishing an efficient internal road and walkway system.

Residential streets will be two-lane rural roads. In some denser residential areas, such as cluster and townhouse neighborhoods, streets with curb and gutter cross sections may be used. In open areas, the road will have meadow buffers. In forested areas, the street will have narrow grass verges, which minimize clearance and disturbance. To the extent practicable, stormwater conveyance will be via vegetated swales, without the conventional curb, inlet, pipe, and concrete gutter in order to promote and enhance the Community's overall landscape plan and to assist in innovative stormwater management practices.

A landscape plan will be developed to enhance the planning concepts and open space plan of the development. Certain collector roads or boulevards will have formal plantings of street trees, whereas smaller roads will be less formal in character with groupings of trees. Connections to parks and open space will be defined by groupings of trees.

Parking

Parking areas, as well as medians, will be graded to ensure the preservation of existing vegetation as close as possible to the edge of the parking lot.

A maximum slope and cross slope of 5% will be allowed within parking areas, and a minimum of 10' will be allowed between buildings and parking areas.

Landscaped medians at least ten (10) feet in width should be provided for every parking bay. Landscaped medians will also be provided between parking areas and service drives.

Interior parking areas shall provide adequate turnaround areas for emergency and delivery vehicles.

Pedestrian Trail Network

An inviting integrated pedestrian environment that provides convenient connection throughout the Community will be created. Within each neighborhood, parks and open space links will form a network of pedestrian pathways. These pathways within each neighborhood are in turn connected by the Disney's America trail and bike/trail system which is shown on the submitted and proffered Greenspace Plan and that system will provide for circulation throughout the entire property, with the potential to be integrated into a regional network.



Pedestrian trail/sidewalk connections will be provided from building entries to parking areas and other pathways. All walkways in the immediate vicinity of the principle building entry will be concrete or specialty unit pavers.

Concrete trail/sidewalks a minimum width of four (4) feet will be provided to link principle and secondary building entrances to parking areas and to provide continuous pedestrian access between residential buildings. Asphalt, woodchips or limestone aggregate should be provided to the multi-use recreational areas.

To the extent practical, trails in recreational areas will employ a curvilinear alignment and be located along the edge of the respective Land Bay at varying distances from developed areas to increase visual interest. All trails should be laid out in the field after having been located on a general plan.

All pedestrian trails/sidewalks within the residential communities (not the trail along Catharpin Creek) will be designed to comply with the Americans with Disabilities Act (ADA) requirements.

Signage

All residential signage concepts and designs must be submitted to the DRC for approval prior to installation. In addition to these criteria, all residential signs must conform to the signage provisions of the Prince William County Zoning Ordinance.

Free Standing Building / Community Identity

One free standing sign is permitted for each detached building or group of buildings or for each entrance to an individual Community. Although the sign housing will be standardized within each neighborhood, the graphic parameters will be designed to permit maximum design flexibility on the sign faces by the individual user. The services of a graphic designer are required in laying out the sign face. All signs are to be located at approximately the same locations relative to the entrance drives. This consistent sign placement in each neighborhood in conjunction with the standard sign housing creates a subtle but effective unified image of the entire neighborhood.

All prospective builders and tenants within a single neighborhood must use the standard type sign housing at the prescribed location. No other free standing signs, other than directional signs, will be permitted. These signs shall be limited to identifying the name of the building and/or the individual dwelling unit identification. It is important that these signs be compatible with the architectural design of the building, including color, texture, shape of sign face and structural support.



Lighting

Light Pollution Avoidance

We acknowledge that there is potential impact of large scale development to the dark night sky and that avoidance of light pollution is an important development objective. We recognize our responsibility as designers to minimize the light pollution impact of Disney's America.

Specifically, the following guidelines will be pursued for developing lighting:

- Large scale uplighting, such as sweeping searchlights or laser beams in the night sky should be avoided. In addition, any landscaping or building uplighting will be sensitive to light pollution avoidance.
- Lighting of parking areas, walkways or plazas should be attained by the use of fully shielded overhead fixtures ("full cutoff fixtures") so that no light is emitted more than 70 degrees from vertical.
- Lighting globes or other unshielded decorative lighting should not be used unless thematically necessary inside the theme park.
- Low-pressure sodium lamps should be used in roadway, parking lots, non-theme park walkways where color discrimination is not necessary.

Lighting will be designed in a manner to assure necessary public safety, as well as consistency of fixture and light standard design with that of the overall neighborhood building design. Specific design criteria for residential areas include the following:

- Relate exterior lighting to the design elements of the site and building they serve. Lighting should highlight architectural elements and details.
- Design exterior lighting to be an integral part of the overall architectural concept. Fixtures, standards and all exposed accessories should be harmonious with the building design and the visual environment. Obtrusive lighting elements which detract from the appearance of their setting should be avoided.
- Illuminate the entrances of buildings and parking areas to promote convenient, safe and easy identification.
- Exterior lighting within private development should complement and not conflict with public lighting.
- Consider energy conservation in nighttime lighting plans. Plans for design and operation of lighting and illumination should be developed consistent with the latest technical and operational energy conservation concepts.



- Large scale uplighting, such as sweeping searchlights or laser beams in the night sky should be avoided. In addition, any landscaping or building uplighting will be sensitive to light pollution avoidance.
- Lighting of parking areas, walkways or plazas should be attained by the use of fully shielded overhead fixtures ("full cutoff fixtures") so that no light is emitted more than 70 degrees from vertical.
- Lighting globes or other unshielded decorative lighting should not be used.
- Low-pressure sodium lamps should be used in parking lots and walkways where color discrimination is not necessary.
- Light sources and standards of compatible design will be used along entry drives, pedestrian pathways, and within parking areas.
- Parking area light luminaries will be no more than thirty-five (35) feet in height, except under extenuating circumstances. Double-headed fixtures will be used as appropriate. Standards will be positioned five (5) feet from the inside curb edge.
- Internally or externally illuminated fixtures may be used.



COMMERCIAL DESIGN GUIDELINES

All development occurring in commercial areas will comply with the following design guidelines in order to ensure compatibility with a full appreciation of the natural and manmade environment.

Architecture

Setback and Location on Site

Commercial units shall be sited with sensitivity to and respect for the existing terrain and natural features of the site. Maximization of views shall be provided with regard to the open spaces.

Building siting shall employ varied frontage setbacks with sensitivity to existing terrain in accenting architectural massing relationships to streets. Buffers and screening shall be provided where necessary and appropriate.

<u>Directional Expression of Facade</u>

The facade of a building should be harmonious with the directional expression of surrounding building facades within a building complex. Building facade is determined by numerous features; shape of the building, siding materials, placement and shape of window opening, and entry or drop-off design.

Building Materials and Color

Building materials and textures shall be selected so as to be compatible with and complementary to adjacent buildings and landscape within a building complex. Within building groupings, the number of different materials and textures used on exterior surfaces should be minimized.

Building Entry Area

Primary building entries should be separated from service-oriented entries, where possible. Provisions for outdoor employee use areas such as picnic tables and smoking areas adjacent to secondary entrances will be made.

Handicapped Accessibility

All buildings shall be constructed to be compatible with legislated ADA Accessibility Guidelines. These Guidelines are performance-based minimum standards and should be viewed as a baseline condition.



Improvements which are added or adapted to make a site handicap-accessible should be done so in a matter which is visually and physically compatible with the current structural features.

Landscape Architecture

Planting design throughout the development should promote both visual interest and aesthetic quality. Existing vegetation will be utilized in conjunction with vegetation suggested in the Plant Materials Listing (see Exhibit B of the Appendix). All plantings located between formal landscaped areas and the natural vegetated environment must be selected and arranged to provide a smooth transition in character.

A variety of landscapes is encouraged in the landscaping of commercial units, with emphasis placed on compatibility between commercial and community-wide landscape themes.

Preservation of Existing Plant Material

Significant existing vegetation shall be preserved to the maximum extent possible. "Tree save" areas should be incorporated in the commercial site plans to serve as "passive" settings for open space and recreational areas whenever practicable and feasible. However, consideration should be given to engineering and architectural design constraints. Whenever possible, stands of tree clusters should be preserved to improve the aesthetic quality of the Community.

Buffers/Screening

Buffers will be employed to separate different site-specific uses in order to obtain both a level of privacy and individualization, as well as to minimize noise.

Views of service areas including loading docks, trash dumpsters, public utilities and similar facilities will be screened from view with extensive vegetation. Whenever possible, screening should utilize existing vegetation.

Commercial Zones

Commercial and office building clusters within the development should be landscaped to protect solar access to major building entrances as well as to protect these entrances from wind during winter months. Plantings should also be oriented to promote site air-flow during hot weather.

Where existing vegetation does not provide sufficient screening adjacent to parking lots, new plantings will be provided to reduce their visual impact. Special plantings should also be utilized to define the entrance to these parking areas.



Landscaped medians should be provided between parking areas and service drives.

Shade trees should be provided in attractively landscaped medians in all commercial parking areas, employing consistent species grouping to reinforce the character of development and ambiance of the parking area.

Streetscape Design

A well-planned transportation network should be designed in order to provide a separation of pedestrian vehicle traffic, as well as establish an efficient internal road and walkway system.

Entry Drives

Entry drives to commercial areas from Heathcote Road will be graded to ensure that existing vegetation is preserved as close to the roadway edge as possible.

With the exception of site entry medians, light standards not to exceed twenty-five (25) feet in height are to be used along entry drives.

General Parking

A maximum slope and cross slope of 5% will be maintained within parking areas, whenever possible and a minimum of five (5) feet wide will be provided between buildings and parking areas.

Parking areas, as well as medians, will be graded to ensure the preservation of existing vegetation as close as possible to the edge of the parking lot.

Crosswalks

Crosswalks will be provided across service drives located between surface parking areas and the building entrance.

Six (6) foot wide minimum crosswalks will be provided at all major crossing points on the Connector Road, Heathcote Road, entry drives, and service drives.

Lighting

Nighttime illumination of buildings and area development is important in creating an interesting and safe environment. In addition, it can highlight building design features, add emphasis to prominent entrances and plazas, and create an ambiance of vitality and security. The following guidelines suggest ways in which these purposes can best be served:



- Relate exterior lighting to the design elements of the site and building they serve. Lighting should highlight architectural elements and details.
- Design exterior lighting to be an integral part of the overall architectural concept. Fixtures, standards and all exposed accessories should be harmonious with the building design and the visual environment. Obtrusive lighting elements which detract from the appearance of their setting should be avoided.
- Illuminate the entrances of buildings and parking areas to promote convenient, safe and easy identification.
- Exterior lighting within private development should complement and not conflict with public lighting.
- Consider energy conservation in nighttime lighting plans. Plans for design and operation of lighting and illumination should be developed consistent with the latest technical and operational energy conservation concepts.
- Large scale uplighting, such as sweeping searchlights or laser beams in the night sky should be avoided. In addition, any landscaping or building uplighting will be sensitive to light pollution avoidance.
- Lighting of parking areas, walkways or plazas should be attained by the use of fully shielded overhead fixtures ("full cutoff fixtures") so that no light is emitted more than 70 degrees from vertical.
- Lighting globes or other unshielded decorative lighting should not be used.
- Low-pressure sodium lamps should be used in parking lots and walkways where color discrimination is not necessary.
- Light sources and standards of compatible design will be used along entry drives, pedestrian pathways, and within parking areas.
- Parking area light luminaries will be no more than thirty-five (35) feet in height, except under extenuating circumstances. Double-headed fixtures will be used as appropriate. Standards will be positioned five (5) feet from the inside curb edge.
- Internally or externally illuminated fixtures may be used.

Signage

All residential signage concepts and designs must be submitted to the DRC for approval prior to installation. In addition to these criteria, all residential signs must conform to the signage provisions of the Prince William County Zoning Ordinance.



Light Pollution Avoidance

We acknowledge that there is potential impact of large scale development to the dark night sky and that avoidance of light pollution is an important development objective. We recognize our responsibility as designers to minimize the light pollution impact of Disney's America.

Specifically, the following guidelines will be pursued for developing lighting:

- Large scale uplighting, such as sweeping searchlights or laser beams in the night sky should be avoided. In addition, any landscaping or building uplighting will be sensitive to light pollution avoidance.
- Lighting of parking areas, walkways or plazas should be attained by the use of fully shielded overhead fixtures ("full cutoff fixtures") so that no light is emitted more than 70 degrees from vertical.
- Lighting globes or other unshielded decorative lighting should not be used unless thematically necessary inside the theme park.
- Low-pressure sodium lamps should be sued in roadway, parking lots, non-theme park walkways where color discrimination is not necessary.

Building Entries/Parking Lots

Light sources and standards of compatible design will be used along entry drives, pedestrian pathways, and within parking areas.

Light fixtures used in building entry areas are to be selected for their compatibility with the architectural design of the building and are to be approved by the DRC.

Parking area light luminaries will be no more than thirty-five (35) feet in height, except under extenuating circumstances. Double-headed fixtures will be used as appropriate. Standards will be positioned five (5) feet from the inside curb edge.



GREENSPACE PLAN

Disney's America environmental policy dictates the protection and, where possible, enhancement of land and water resources through the provision of undeveloped and landscaped greenspace. In order to realize this policy requirements, a comprehensive Greenspace Plan has been generated, and is attached hereto as Exhibit F of the Appendix.

The purpose of this Greenspace Plan is to identify dedicated areas within the Disney's America property which have significant wildlife habitat and aesthetic value. This plan is seen as being part of, and contributing to, an open space network that goes beyond individual property boundaries, and incorporates our understanding of watersheds, wildlife habitats and community recreational needs that extend throughout the region.

The open space plan satisfies two complimentary objectives: To Protect and Buffer valuable resources.

Protect

The Greenspace Plan specifies the preservation of those parts of the site which have the most significance as environmental resources. They are significant in that they protect stream banks and therefore protect water quality. They include diverse ecosystems comprised of open water habitat, emergent march, shrub-scrub, forested wetlands, and mature upland forests. They provide habitats for a variety of wildlife and provide for the need of this wildlife to migrate throughout the region through interconnecting habitat corridors. These areas are also significant to the human population of the community and provide for recreation within the enjoyment of the natural environment.

Buffer

The plan responds to the community's concern that impact of development throughout the region are mitigated through careful screening and buffering. The plan incorporates county standards of open space buffers between land uses of different types or density. It also recognizes the importance of the visual character of this project as seen from adjacent property and public roadways.

Significant portions of open land are preserved along Interstate 66 as a transition zone between more urbanized development along I-66 to the east and the rural character of I-66 as it extends west. The visual character along Route 15 is also important. Residential uses are screened by landscaped open space, and a golf course is located along much of the Disney's America frontage adjacent to Route 15. In addition, careful landscaping and berming will screen impacts of developments along this highway.



Undisturbed Greenspace

Undisturbed is a greenspace designated in its natural state and protected from significant land disturbing activities by proffered development conditions and the Master Zoning Plan.

In areas designated as Undisturbed Greenspace, the disturbance, clearing and/or removal of vegetation shall only be permitted for utility lines, stormwater facilities and passive recreation. Wherever practicable and possible, said crossing (except proffered stream valley trails) shall be perpendicular to the length of the undisturbed or clearing shall be performed in an environmentally sensitive manner and shall be limited tot the area shown on applicable site plans together with a replanting plan approved by the County Planning Office.

Proffered trails and similar passive recreational facilities, roads, utility crossings and stormwater management ponds shall be permitted to be located in Undisturbed Greenspace areas subject to the condition that the applicable site plan showing such disturbance contain a reasonable revegetation and replanting plan.

Undisturbed Greenspace areas that have little quality vegetation or which lack a reasonable amount of vegetation may, at the Applicant's request, but subject to the approval of the County Planning office as part of site plan approval, be revegetated with supplemental planting of appropriate local and indigenous vegetation to improve the environmental quality of the Undisturbed Greenspace area.

For purposes of buffering approved development, areas designated as Undisturbed Greenspace may be supplemented with additional plantings of native species of vegetation subject to the approval of a site plan showing said additional planting.

Disturbed Greenspace

An area designated and preserved and/or regulated through proffers, the MZP, covenants, easements or similar instruments, for scenic, recreational, landscaping, or environmental purposes. Disturbed Greenspace shall, in general, be available for entry and use by residents or occupants of the development, but may also include space so located and treated as landscaping features, screening for the benefit of the occupants of the development, but may also include space so located and treated as to enhance the amenity of the development by providing landscaping features, screening for the benefit of the occupants or those in neighboring areas, or general appearance. Disturbed Greenspace shall also fulfill the purpose of restoring, enhancing or creating environmentally beneficial areas on the site including, but not limited to, wetlands mitigation areas.

Disturbed Greenspace may include, but need not be limited to, walkways, active and passive recreation areas, campgrounds, picnic areas, playgrounds, golf courses, natural areas, wooded areas, water bodies, buffers, and those areas where screening and landscaping are required by the Zoning Ordinance. Improvements may be located within



Disturbed Greenspace areas including, but not limited to, driveways, parking lots, trails, walkways, active and passive recreation areas, campgrounds, picnic areas, playgrounds, golf courses, natural areas, wooded areas, water bodies, buffers, and those areas where screening and landscaping are required by the Zoning Ordinance. As shown on the Master Zoning Plan, hotel, lodging, vacation villas and campground sites may also be located within Disturbed Greenspace areas.



III. DESIGN REVIEW PROCEDURES

Disney's America agrees to create a Design Review Committee and to have said committee follow specific design review procedures. However, these procedures noted below are not proffered in perpetuity and may be revised by the DRC in accordance with procedures established by the DRC.

DESIGN REVIEW PROCEDURES

THE REVIEW COMMITTEE

The Design Review Committee (DRC) shall be composed of five (5) members. They shall be: i) two (2) representatives of Disney's America; ii) a Landscape Architect; iii) an Architect or Engineer; iv) a Community Resident. All five shall be appointed by The Walt Disney Company with three of the five members voting to approve or reject submissions. The DRC scope of review shall include review and comment on commercial development, and design approval with regard to residential development.

THE REVIEW PROCESS OVERVIEW

Plan Review

There will be an initial meeting between the site developer (or representative) and the Committee (or representative) to discuss the site and these design guidelines and the interpretation thereof.

Drawings and samples of building materials are to be submitted to the Committee in three phases: Conceptual Plan, Preliminary Plan, and Final Development Plan. Submissions to the DRC are to be made in triplicate so each member of the DRC may Review the plan independent of the other members.

Response Time

The review of each submission by the DRC will be generally carried out within five (5) working days from the date of each submission. Notification of DRC's action for approval or disapproval will be provided in writing to the developer (or representative) within five (5) days after review. The subsequent phase of the process should not be undertaken until the submitted phase has been approved by the DRC or substantial consultation has taken place. Final Plan Approval by the DRC is required prior to the undertaking of any site improvements whatsoever.



Resubmittals

In cases where a plan is not approved, resubmission of that portion of the work is required. That portion of the submission which has been approved will not be required to be resubmitted. The DRC requires resubmission under the following general conditions:

- Failure to comply with the Disney's America Master Zoning Plan.
- Failure to include the information that has been requested by the DRC consistent with these design guidelines.
- Building massing, color, materials or construction of any proposed development which in the view of the DRC is incompatible with existing structures or the quality of the community.
- Failure to provide a superior landscape plan consistent with the goals and quality of the development as generally specified in these design guidelines.

CONCEPTUAL PLAN REVIEW

Conceptual Planning is the first stage of the project and should be submitted early in the Review Process to ensure a timely and positive result. After an initial meeting the submittal shall include the following:

- A site location plan at 1"=100' scale identifying the relationship to adjacent site features and other major physical characteristics of the Community. This drawing is to be based on Disney's America MZP documents.
- A conceptual site plan at 1"=30' scale identifying building locations on the site. Vehicular circulation, parking layout, number of spaces, conceptual landscaping, grades and pedestrian walkways are also to be shown.
- Architectural floor plans and elevations at minimum 1/16" = 1'-0" scale depicting proposed massing and elevation treatment of the building.
- Materials proposed for exterior facades should be identified.
- An estimate that is consistent with the zoning ordinance of Prince William County showing the gross square footage of all construction.
- A statement that proposed construction complies with the MZP and all applicable regulations.



PRELIMINARY PLAN REVIEW

Submittals for this review shall consist of:

- Approval of the Conceptual Plan by the DRC.
- A preliminary site plan at minimum 1"=20' scale showing the building pad with all site improvements, grading and landscaping. This shall include the relationship of the building to parking. The plan should also show proposed storm drainage, location of any exterior lighting and location of all significant trees (see landscape guidelines section for size requirements).
- Schematic architectural drawings of the building and parking structure, if any, at 1/16" = 1'0" or 1/8 = 1'0" scale, showing typical floor plans, entry, exterior elevations with proposed finishes and other features as required such as lobby and proposed structural grid if appropriate to the structure.
- Plans and elevations showing all proposed exterior signage locations, sizes, and materials.
- A computation that is consistent with the zoning ordinance of Prince William County showing the gross square footage of all construction.
- A statement that the proposed construction complies with the MZP and all applicable regulations.

FINAL DEVELOPMENT PLAN REVIEW

Drawings for this submission should be at a level to be part of the Construction Contract Documents for the project.

- Approval of the Preliminary Plan by the DRC.
- A site plan(s) at minimum 1" = 20' scale showing all site improvements, specifying location, size, and types of all plant material (see landscape section for size of existing trees to be shown) and indicating exterior lighting system, including locations, mounting heights, and actual manufacturer's catalog cuts of proposed fixtures.
- Details of all walkways, courtyards, and other exterior features including sample materials to be used if appropriate.
- Architectural drawings of all structures at 1/8 = 1'-0" or 1/4 = 1'0" scale, showing all typical floor plans and elevations of the project, noting all materials.
- Final samples of actual building materials (brick, glass, precast, etc.).



- Detailed plans and elevations showing all proposed exterior signing locations, sizes and materials if appropriate.
- A computation that is consistent with the zoning ordinance of Prince William County showing the gross square footage of all construction.
- A statement that proposed construction complies with the MZP and all applicable regulations.
- Landscape section(s) and perspective(s) from I-66, the Connector Road and any other vantage points which relate to critical landscape and/or view orientations.
- General construction phasing plan.
- Early site grading plan/package, if required.
- Scale drawing of construction sign showing materials, colors, and type face.
- A detailed planting plan.

OTHER SUBMITTALS

The design approvals by the DRC are independent of the normal review and approval process of Prince William County. Applicable codes, ordinances and regulations must be followed to obtain the necessary permits prior to construction. It is recommended that conceptual design approval by the DRC be obtained before any submission to County agencies. DRC approval is a prerequisite to the start of construction.



APPENDIX



EXHIBIT A MASTER ZONING PLAN



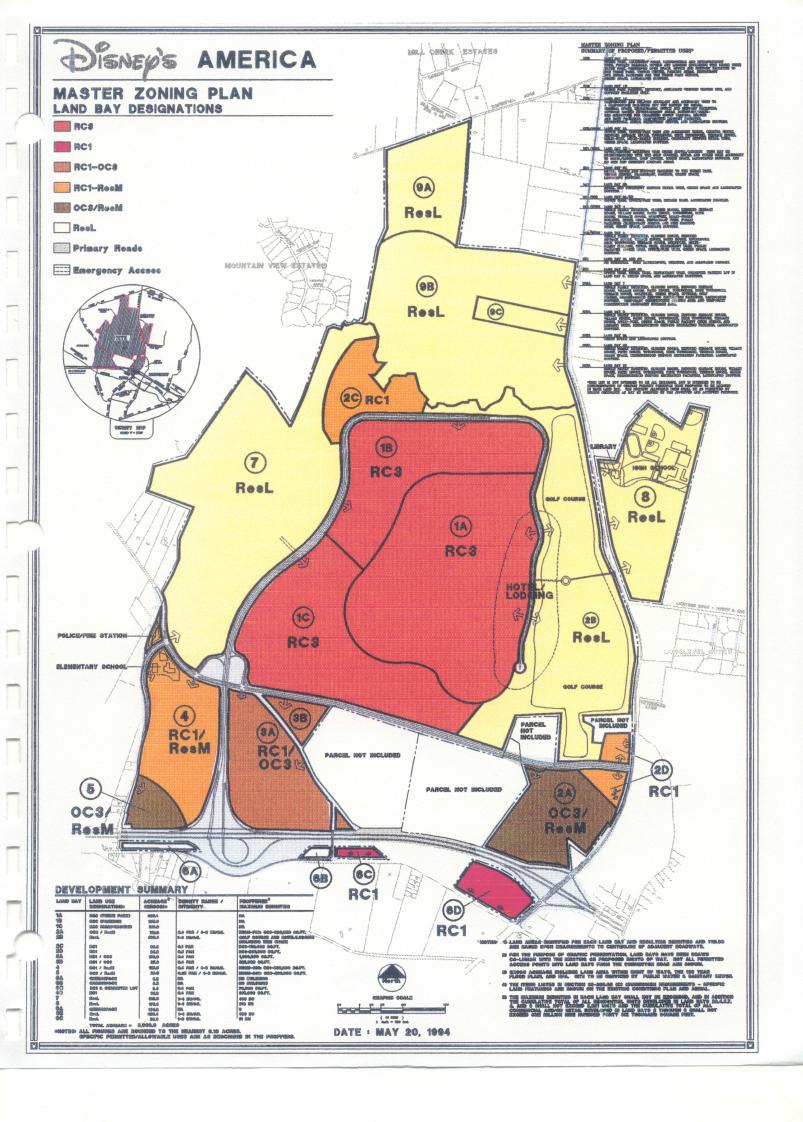


EXHIBIT B PLANT MATERIALS LIST



PLANT MATERIALS LIST

The following list includes many species of plants presently found on or around the Disney's America site. Plants from this list may be used to create buffers, in reforestation programs, in creation of meadows, and in transitions between meadows and woodlands. Care will be taken in selecting those species most suitable to particular microclimates within the site. Many plants on this list are also suitable for landscaping within residential and commercial areas; however this list is not designed to be all inclusive or exclusive of other genus and species of trees and plants that might also be desirable.

LATIN NAME

Acer rubrum Alnus serrulata Amelanchier canadensis Asimina triloba Betula nigra Carya cordiformis Carya glabra Carpinus caroliniana Celtis occidentalis Cercis canadensis Cornus amomum Cornus florida Crataegus crus-galli Fagus grandifolia Fraxinus america Fraxinus pennsylvanica Gleditsia triacanthos Juglans nigra Hamamelis virginiana

Juniperus virginiana Liquidambar styraciflua Lindera benzoin

Liriodendron tulipifera Nyssa sylvatica

Ostrya virginiana
Plantanus occidentalis
Pinus viginiana

Prunus serotina
Quercus alba
Quercus bicolor
Quercus michauxii
Quercus palustris
Quercus rubra
Salix nigra

Sassafras albidum Viburnum dentatum Viburnum prunifolium

Ulmus rubra

COMMON NAME

Red Maple Brook-Side Alder Seviceberry Common Pawpaw River Birch Bitter-nut Hickory Sweet Pignut Hickory American Hornbeam Common Hackberry Eastern Redbud Silky Dogwood Flowering Dogwood Hawthorn, Cockspur American Beech White Ash Green Ash Honey-Locust Black Walnut

Black Walnut
American Witch-Hazel
Eastern Red Cedar

Sweet Gum

Spicebush, Northern

Tulip Tree Black Gum

Hop-Hornbeam, Eastern Sycamore, American Virginia Pine Black Cherry White Oak

Swamp White Oak Swamp Chestnut Oak

Pin Oak

Northern Red Oak Black Willow

Sassafras

Arrow-wood, Northern

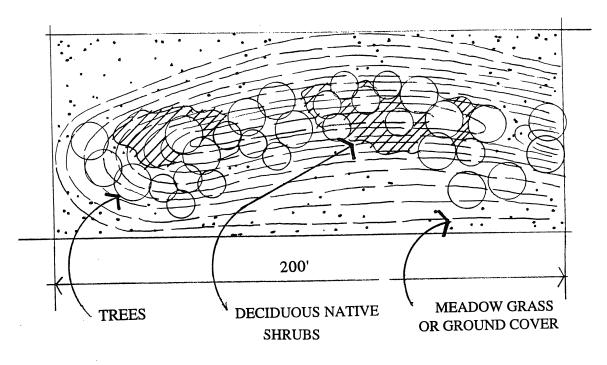
Black-Haw Slippery Elm



EXHIBIT C TYPICAL PLANT DENSITIES



BERM AND PLANTING ALONG ROUTE 15



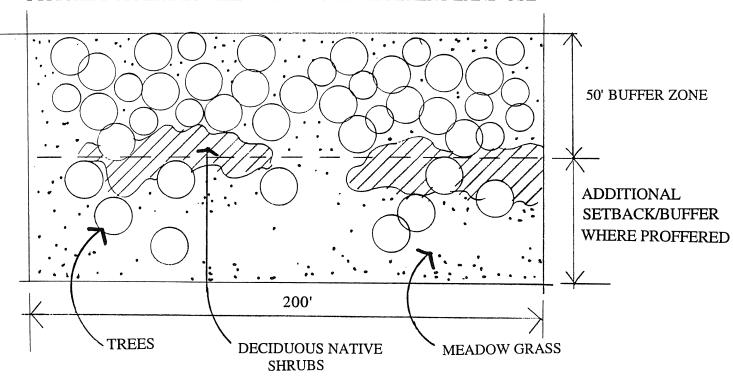
TREES TO BE:

25% 2" - 2 1/2" CAL. 75% 1" - 1 1/2 " CAL. 10' - 12' HIGH 6' - 8' HIGH

50% OF ALL TREES TO BE DECIDUOUS CANOPY TREES



TYPICAL BUFFER BETWEEN PARCELS OF DIFFERENT LAND USE



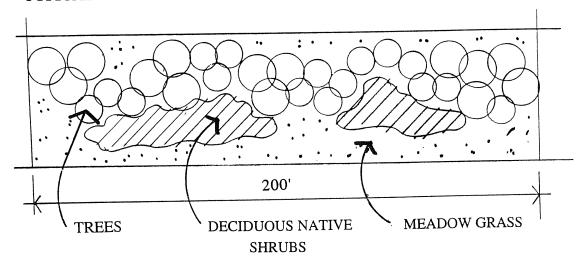
TREES TO BE:

25% 2" - 2 1/2" CAL. 75% 1" - 1 1/2 " CAL. 10' - 12' HIGH 6' - 8' HIGH

50% OF ALL TREES TO BE DECIDUOUS CANOPY TREES



TYPICAL LANDSCAPE SCREEN ALONG ROADWAYS

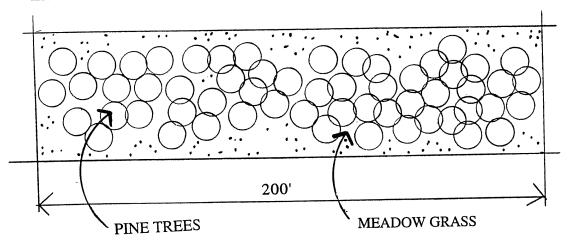


TREES TO BE:

25% 2" - 2 1/2" CAL. 75% 1" - 1 1/2 " CAL. 10' - 12' HIGH 6' - 8' HIGH

50% OF ALL TREES TO BE DECIDUOUS CANOPY TREES

LANDSCAPE SCREEN USING VIRGINIA PINES



PINE TREES TO BE 50% 6' - 8' HIGH 50% 4' - 6' HIGH



Recommended Specifications

- A. All plant materials shall be specified to be equal to or better than the Standards for Nursery Stock, by the "American Association of Nurserymen" (AAN).
- B. Plants shall be nursery grown and shall have grown under the same climatic conditions as the location of the subject project site for at least two (2) years before planting. Plants shall be predominantly native species. Trees to be planted in the woodland conservation areas should be native species suited to the site conditions. Non-native species can be substituted, provided they are suited to the site.
- C. Plants collected within the site or transplanted trees may be specified on the plans, provided that planting locations and soil conditions will permit, and provided that the plants meet the specifications of subsection F below.
- D. The planting of trees shall be done in accordance with this section, the standardized landscape specifications jointly adopted by the Virginia Nurserymen's Association, the Virginia Society of Landscape Designers and the Virginia Chapter of the American Society of Landscape Architects.
- E. To curtail the spread of disease or insect infestation, no more than thirty (30) percent of the required newly planted trees shall be of one-family type. Not more than twenty (20) percent of the required newly planted trees may be of the same genus and not more than ten (10) percent may be of one (1) species.
- F. Plant measurements: All plants shall conform to the measurements specified in the plant schedule of the landscape plan. All plant size specified in the plans shall generally be the median for the size ranges indicated in the AAN Standards, and at a minimum shall comply with the following:
 - (1) Plant measurements shall be taken six (6) inches above grade for trees under four (4) inch caliper, and twelve (12) inches above grade for trees four (4) inches in caliper and over.
 - (2) Minimum size for planting shade trees shall be one to one and one-half (1-1/2) inch caliper, six (6) feet to eight (8) feet in height.
 - (3) Minimum size for planting ornamental trees shall be one to one-half (1-1/2) inch caliper, six (6) feet to eight (8) feet in height.
 - (4) Minimum size for planting evergreen trees shall be four (4) feet to six (6) feet in height.
 - (5) Minimum size for planting shrubs shall be eighteen (18) to twenty-four (24) inches in height or spread except for quality dwarf varieties.

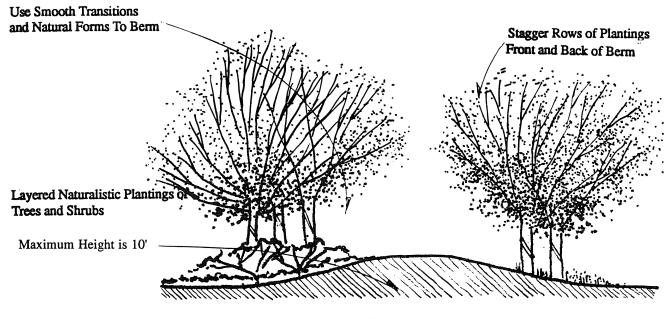


G. When existing woodland is located within the entire buffer area, preservation of the woodland shall be allowed to substitute for the required plant materials. When existing woodland is located in only part of the minimum buffer area, the number of plant units may be reduced in proportion to the percentage of the area of the buffer occupied by the woodland.



EXHIBIT D TYPICAL BERM, PLAN AND SECTION



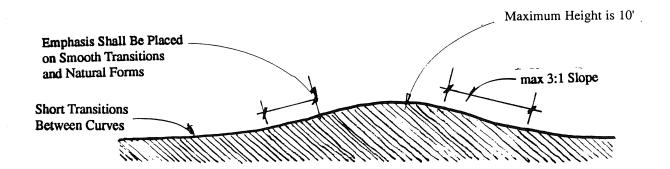


100' Buffer/Berm

BERMING(AS REQUIRED)

Not To Scale





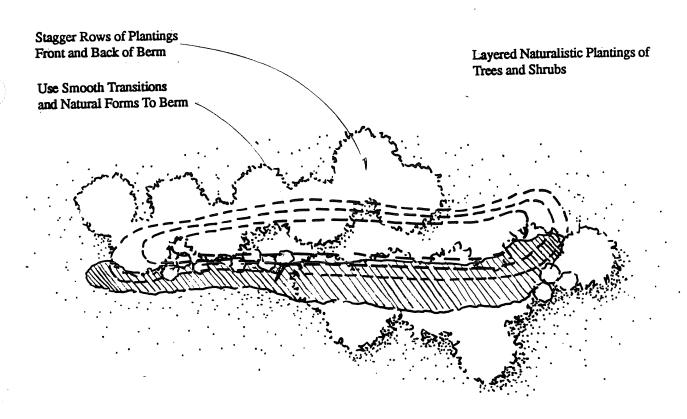
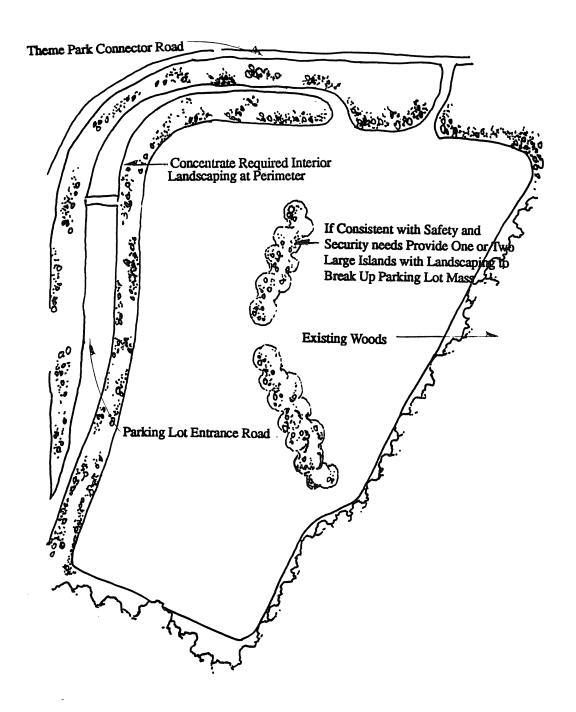




EXHIBIT E THEME PARK PARKING LOT/LANDSCAPING



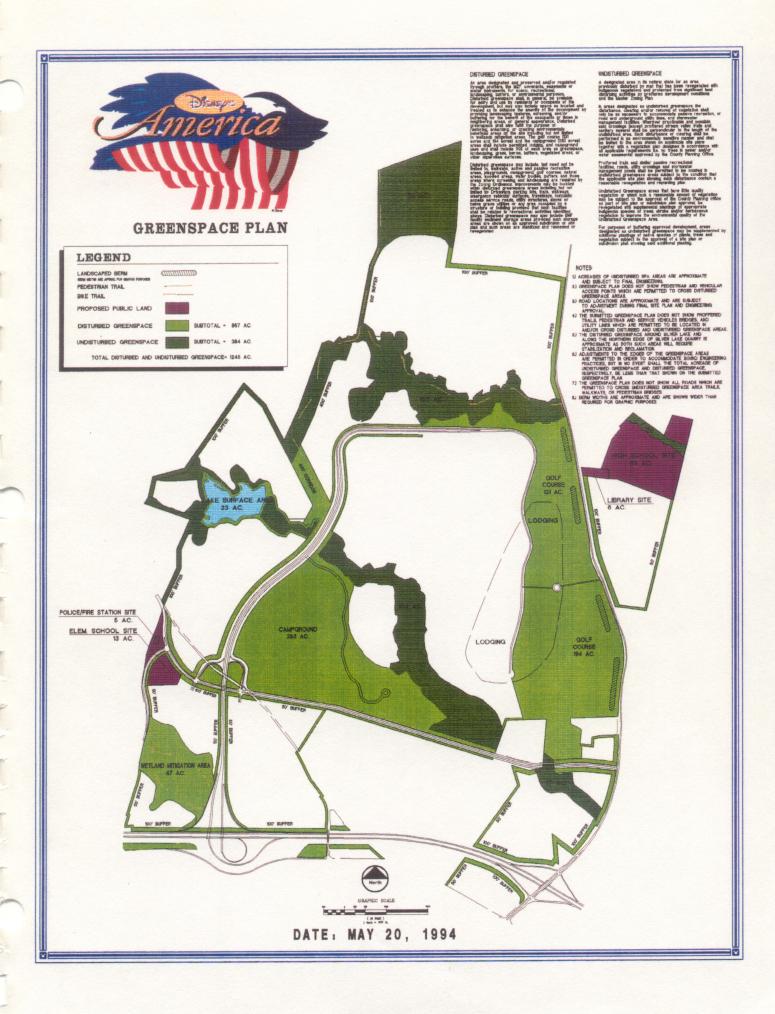


Theme Park Parking Lot /Landsape Concept



EXHIBIT F GREENSPACE PLAN





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